

DELAWARE GOVERNANCE INSTITUTE

BIOS



UNIVERSITY OF DELAWARE
**WEINBERG CENTER FOR
CORPORATE GOVERNANCE**



AMERICAN **BAR** ASSOCIATION

Business Law Section

**Frederick Alexander
Founder and Chief Executive Officer,
The Shareholder Commons**

Rick is CEO of The Shareholder Commons, a non-profit organization that advocates on behalf of diversified shareholders.

He practiced law for 30 years in Delaware, where he was selected as one of the ten most highly regarded corporate governance lawyers worldwide and one of the 500 leading lawyers in the U.S. He then became Head of Legal Policy at B Lab before founding The Shareholder Commons.

Rick serves on the Delaware Corporation Law Council, the CII Markets Advisory Council, the Board of the American College of Governance Counsel, and the Advisory Board of Beren Pharmaceuticals, P.B.C.

Rick authored *BENEFIT CORPORATION LAW AND GOVERNANCE: PURSUING PROFIT WITH PURPOSE* (Berrett-Koehler 2018) and articles appearing in *Stanford Social Innovation Review*, the *Oxford Review of Economic Policy*, *Institutional Investor Magazine*, *Responsible Investor*, the *Business Lawyer*, the *Environmental Law Reporter*, the *Journal of Applied Corporate Finance*, and the *Harvard Business Law Review*.

Paul Atkins
Chief Executive, Patomak Global Partners; and
former Commissioner, Securities and Exchange Commission

Mr. Atkins leads client work for financial services firms regarding an array of matters, including domestic financial services regulatory issues, new financial products, business strategy, and corporate governance. Mr. Atkins regularly serves as an independent compliance consultant and a court-appointed monitor in settlements involving federal agencies and regulators. His expert witness engagements include federal, state, and foreign litigation, as well as U.S. Securities and Exchange Commission matters.

Prior to founding Patomak, Mr. Atkins served as an SEC Commissioner from 2002 to 2008 where he advocated for transparency, consistency, and the use of cost-benefit analysis at the agency. He represented the SEC at meetings of the U.S.-EU Transatlantic Economic Council, the President's Working Group on Financial Markets, the World Economic Forum, and the Transatlantic Business Dialogue. From 2009 to 2010, he was appointed a member of the Congressional Oversight Panel for the Troubled Asset Relief Program.

In private practice, Mr. Atkins was a partner of PricewaterhouseCoopers and its predecessor firm, Coopers & Lybrand. He began his career as a lawyer in New York with Davis Polk & Wardwell and was resident for two and a half years in the firm's Paris office. He was admitted as conseil juridique in France in 1988.

Mr. Atkins received his J.D. from Vanderbilt University School of Law, where he was Senior Student Writing Editor of the Vanderbilt Law Review, and his A.B. from Wofford College, summa cum laude, Phi Beta Kappa. He also is Vice Chairman of the American Council on Germany and a Trustee of the Cliffwater Funds.

The Honorable Andre Bouchard
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Chair, Weinberg Center Advisory Board

A partner in the Litigation Department, Andre Bouchard focuses his practice on special committee and investigative matters, corporate governance and compliance issues, litigation strategy, and dispute resolution.

Mr. Bouchard previously served as Chancellor of the Delaware Court of Chancery, presiding over some of the highest-profile disputes involving many of the nation's largest companies. Prior to his appointment to the bench, Mr. Bouchard spent 28 years in private practice in Delaware, including as the founder and managing partner of a corporate and commercial litigation boutique handling plaintiff-and defense-side work.

Today, Mr. Bouchard advises companies and their boards of directors on a full range of issues concerning fiduciary duties and other Delaware law aspects of corporate management. He also has significant experience representing special committees and investigative committees in connection with a variety of disputes arising out of significant transactions, including shareholder class and derivative actions.

Lisa Boyd
Managing Director,
Joele Frank, Wilkinson Brimmer Katcher

Lisa Boyd is a Managing Director at Joele Frank, Wilkinson Brimmer Katcher, focusing on ESG. Lisa has over 20 years of experience in ESG, Reputation Management and Stakeholder Engagement.

Prior to joining Joele Frank in 2022, Lisa was senior director of sustainability and ESG at Target. In this role she was responsible for driving enterprise-wide environmental and social impact integrated with all areas of Target's business and elevating the company's ESG profile.

Under her leadership, Target set its first Climate policy and she later led the organization in its work to set an ambitious Net Zero aspiration. Supply Chain Dive recognized Lisa's work as "Sustainability Plan of the Year" in 2019. A centerpiece of her innovation work, Beyond the Bag, was named an honoree on Fast Company's 2022 World Changing Ideas. She also led the company's effort to launch its most comprehensive human rights policy, grow and market sustainable brands, and effectively communicate with stakeholders. She served as a member of the company's enterprise Risk & Reputation Council, which oversaw business decisions and investments through the lens of ESG risk and reputation.

Lisa has led and participated in numerous industry collaborations at The Conference Board, Retail Industry Leaders Association, Forum for the Future, Sustainable Food Lab, Guatemala Highlands Alliance and Food Marketing Institute. She received her B.A. Communications from the University of Minnesota.

James Cole, Jr.
Founder and CEO, The Jasco Group; and
Director and Chair of the Nominating and Governance Committee, AIG

James Cole Jr. currently serves on the Board of Directors and is the Chair of the Nominating and Corporate Governance Committee of American International Group Inc., a leading global insurance organization. Cole is also the Founder and CEO of The Jasco Group, a multidimensional investment management firm.

He previously served at the US Department of Education as Delegated Deputy Secretary of Education and General Counsel under President Barack Obama. He was confirmed by the US Senate in December 2014. As Deputy Secretary, Cole served as the Chief Operating Officer and also oversaw the Department's work on the My Brother's Keeper Task Force. Prior to joining the Obama Administration, Cole was a partner in the law firm of Wachtell, Lipton, Rosen & Katz, with a primary focus on Mergers & Acquisitions and Corporate Governance. He was a law clerk to the Honorable Stephanie K. Seymour, US Court of Appeals for the Tenth Circuit.

Cole is also the Founder and President of Jasco Philanthropies, which seeks to improve life outcomes and eradicate opportunity gaps that Black and Brown people, including members of the LGBTQ+ community, continue to face. He also serves on the Board of Directors of the National Association of Corporate Directors New York Chapter and various other civic organizations.

Cole received his J.D. from The University of Chicago Law School and his B.S. in Finance from the University of Illinois at Urbana-Champaign

Lawrence A. Cunningham
Special Counsel, Mayer Brown;
Professor Emeritus, George Washington University; and
Director, Markel Group and other public companies

Lawrence A. Cunningham is an authority on corporate governance, culture, and law. An emeritus professor at George Washington University, he currently advises public companies and boards as Special Counsel at Mayer Brown.

Cunningham has served on several public company boards, currently including Markel Group, Constellation Software Inc. and Kelly Partners Group, as well as non-profits, currently including the Dean's Council of Lerner College of Business at the University of Delaware, his alma mater; the Board of Trustees of the Museum of American Finance in New York; and Ivey Business School's Ben Graham Centre on Value Investing near Toronto.

Cunningham has written hundreds of essays, articles and books on corporate governance, with published works this past year in Bloomberg Law, Columbia Blue Sky Blog, Corporate Board, Corporate Governance Advisor, Corporate Secretary, Directors & Boards, Harvard Forum on Corporate Governance, and Oxford Business Law Blog. His best-known work is the long- and best-selling book, *The Essays of Warren Buffett: Lessons for Corporate America*.

Before becoming a professor, Cunningham practiced corporate law with Cravath, Swaine & Moore in New York from 1988 to 1994. In 2018, Cunningham received the B. Kenneth West Lifetime Achievement Award from the National Association of Corporate Directors (NACD); in 2023, he delivered Delaware Law School's 37th Annual F.G. Pileggi Distinguished Lecture in Corporate Law.

Margaret (Peggy) Foran
Chief Governance Officer, Senior Vice President and Corporate Secretary,
Prudential Financial, Inc.

Ms. Foran is Chief Governance Officer, Senior Vice President and Corporate Secretary of Prudential Financial, Inc.

She has been a corporate governance leader throughout her career at Sara Lee Corporation, Pfizer, Inc. and J.P. Morgan & Co., Inc. Ms. Foran is a director on the Board of Orion Group Holdings, Inc. and serves as the Chair of the Compensation Committee. From December 2010 through May 2020, she served on the Board of the Occidental Petroleum Corporation, where during her tenure, she served as Chair of its Sustainability and Shareholder Engagement Committee, Compensation Committee and Governance Committee. Ms. Foran previously served on the Board of The MONY Group and MONY Life Insurance Company.

Her proactive shareholder outreach and thought leadership on key governance issues has earned her global recognition as a leader in corporate governance. She has been recognized as one of the Most Influential People in Corporate Governance by Directorship Magazine for five consecutive years. In 2011, she was identified by Treasury and Risk Magazine as one of the Most Influential People in Finance. In 2013, Corporate Secretary Magazine named Ms. Foran “Governance Professional of the Year”. In 2015, Ms. Foran received both the Linda Quinn Lifetime Achievement Award from TheCorporateCounsel.net, and Corporate Secretary Magazine’s Lifetime Achievement Award.

Ms. Foran currently serves as an active member of many influential advisory boards including, co-chair on the Board of Directors of the Council of Institutional Investors, member of the Board of Trustees of the American College of Governance Counsel, the Catalyst’s Advisory Board, the Weinberg Center for Corporate Governance’s Advisory Board, NACD’s Nominating and Governance Committee Chair Advisory Council, The Society for Corporate Governance’s Environmental & Social Working Group. In addition, Ms. Foran was selected by The Public Company Accounting Oversight Board (PCAOB) to serve on its Standards and Emerging Issues Advisory Group (SEIAG).

Ms. Foran received her B.A., magna cum laude, and J. D. degrees from the University of Notre Dame, where she serves on the law school’s Advisory Committee. She is admitted to the New York, Illinois, Pennsylvania, and New Jersey (In-house) Bars. Additionally, Ms. Foran is NACD (National Association of Corporate Directors) Directorship Certified™.

Mary A. Francis
Corporate Secretary and Chief Governance Officer,
Chevron Corporation

Mary A. Francis is corporate secretary and chief governance officer for Chevron Corporation, a position she has held since 2015. She provides advice and counsel to the Board of Directors and senior management on corporate governance matters, manages the company's corporate governance function and serves on the Law Function Executive Committee. She also serves as secretary to the Board, the Executive Committee, and the Board Nominating and Governance Committee.

Previously Francis served as Chevron's deputy corporate secretary since 2014. Prior positions include: 2012, chief corporate counsel, Corporation Law Department; 2009, general counsel, Chevron Asia Pacific Exploration and Production Company; 2007, managing counsel, Chevron Pipe Line Company and Chevron Shipping Company; 2005, lead senior counsel, Chevron Shipping Company.

Francis is chair of the board of directors of the Chevron Employees Political Action Committee. She serves on the advisory board of the Weinberg Center for Corporate Governance and on the Corporate Laws Committee of the American Bar Association, and is a Fellow of the American College of Governance Counsel. She also serves on the board of directors of the American Heart Association, Greater Bay Area, and on the governing board of the San Francisco Symphony.

Francis joined Chevron in 2002 as senior trademark counsel in the Corporation Law Department. She earned a bachelor's degree in economics from Mount Holyoke College in 1986, a Juris Doctor degree from the College of William and Mary in 1990, and a master's degree in business administration from the Haas School of Business at the University of California, Berkeley, in 2006.

Steven M. Haas
Partner and Co-Head of M&A,
Hunton Andrews Kurth LLP

Steven M. Haas is a Partner and Co-Head of M&A at Hunton Andrews Kurth LLP. He regularly advises companies, boards of directors, and board committees on M&A transactions, corporate governance and fiduciary duty issues. Steven previously practiced at Abrams & Laster LLP in Wilmington, DE.

Steven is the current Chair of the ABA Corporate Laws Committee, which maintains the Model Business Corporation Act (followed in whole or in part by a majority of states). He is on the Board of Trustees of the American College of Governance Counsel and a member of the American Law Institute. In 2015, he was named as an M&A "Rising Star" by Law360. In 2013, he was named to the "40 under 40" list of legal counsel by The M&A Advisor.

He is a frequent author and his articles have been cited by the Delaware courts. He is also the co-author of a state corporation law treatise and the editor of a leading 16-chapter treatise on corporate governance. He is also a frequent speaker and co-chairs PLI's annual public company M&A institute.

Steven is a graduate of the University of Virginia School of Law, where he served as a notes editor on the Virginia Law Review. He has served as a guest lecturer and adjunct law school professor teaching a course on M&A.

Lawrence A. Hamermesh
Professor Emeritus
Widener University Delaware Law School

Haverford College (B.A. 1973)

Yale Law School (J.D. 1976).

Morris, Nichols, Arsht & Tunnell, Wilmington, Delaware, 1976 to 1994.

Executive Director, Institute for Law & Economics, University of Pennsylvania Carey Law School, 2016 to June 2023.

Council, Corporation Law Section of the Delaware State Bar Association, 1995-2022.

Senior special counsel, Office of Chief Counsel of the Division of Corporation Finance of the U.S. Securities and Exchange Commission in Washington, D.C., January 2010 to June 2011.

Corporate Laws Committee, American Bar Association Business Law Section, member, 2001 to 2007; reporter, 2013 to 2020.

American Bar Association Task Force on Corporate Responsibility, reporter, 2002-2003.

Selected recent publications: Decoupling and Motivation: Re-Calibrating Standards of Fiduciary Review, Rethinking “Disinterested” Shareholder Decisions, and Deconstructing “De-SPACs” (with Henry T.C. Hu), 78 Bus Law. __ (forthcoming 2023); Optimizing the World’s Leading Corporate Law: A 20-Year Retrospective and Look Ahead (with Jack B. Jacobs & Leo E. Strine, Jr.), 77 Bus. Law. 321 (2022); Finding the Right Balance in Appraisal Litigation: Deal Price, Deal Process, and Synergies, 73 Bus. Law. 961 (Fall 2018) (with Michael Wachter); The Importance of Being Dismissive: The Efficiency Role of Pleading Stage Evaluation of Shareholder Litigation, 42 J. Corp. L. 597 (2017) (with Michael Wachter); Director Nominations, 39 Del. J. Corp. L. 117 (2014); and Loyalty’s Core Demand: The Defining Role of Good Faith in Corporation Law, 98 Geo. L. J. 629 (2010) (with Leo E. Strine, Jr., R. Franklin Balotti, and Jeffrey M. Gorris).

Justin P. Klein
Director,
John L. Weinberg Center for Corporate Governance

Justin Klein currently serves as the Director of the John L. Weinberg Center for Corporate Governance at the University of Delaware, having joined the Center as its Director in 2021. He served as a member of the Weinberg Center's Advisory Board since 2015.

Prior to joining the Center, Justin Klein was a partner at Ballard Spahr LLP from 1992 through 2019 and most recently has served as senior counsel at the firm. He has represented public and private companies and their boards and board committees in a variety of transactions, including securities offerings and mergers and acquisitions. He also has advised clients in day-to-day corporate governance, disclosure and other matters. Before entering private practice, Klein served for nine years at the U.S. Securities and Exchange Commission, holding positions including assistant director of the Division of Corporation Finance.

Mr. Klein has been recognized by Chambers USA, receiving its highest ranking in corporate/M&A and securities law (2003-2021) and was named one of the Best Lawyers in America in corporate law, mergers and acquisitions law and securities capital markets law (2006-2021) and Lawyer of the Year in Mergers and Acquisitions Law (Philadelphia/2020).

Mr. Klein has been a frequent speaker at securities law conferences. He writes extensively on a wide variety of securities law issues, including corporate governance, executive compensation and securities regulation.

At Ballard Spahr, Mr. Klein was a member of the Elected Board and a member of the firm's Diversity Council. He is active in community service, having served as board chair and a board member of The Mann Center for the Performing Arts, president of the board of Settlement Music School and board chair at Pomfret School.

Mr. Klein earned his B.A. from the University of Pennsylvania and J.D. from George Washington University Law School.

Meredith Kotler
Partner, Co-Head of Securities and Shareholder Litigation
Freshfields Bruckhaus Deringer US LLP

Meredith specializes in high-stakes litigation, including securities, M&A, corporate control and shareholder disputes. She represents multi-national companies, financial institutions, and their boards and management in significant securities class actions and shareholder derivative matters, having secured important dismissals in both federal and state courts. As major M&A transactions and board-level controversies continue to receive scrutiny, Meredith has defended companies, their management and boards, and their financial advisors in litigation relating to dozens of transactions with a cumulative value of over \$150 billion in the last six years alone. She has also played a leading role in many matters raising novel corporate governance issues.

From 1998 to 2004, Meredith served as an Assistant US Attorney in the Southern District of New York, including as Deputy Chief Appellate Attorney. Her writings on the latest developments in securities litigation have been published in the Harvard Law School Forum on Corporate Governance and other outlets.

Meredith has been recognized by Chambers and The Legal 500 for Securities Litigation, as a Hall of Fame Lawyer for M&A Litigation by The Legal 500, and as a National Practice Area Star for Securities Litigation by Benchmark Litigation. She is also included on Benchmark's Top 250 Women in Litigation list and Lawdragon's Leading Lawyers list.

**The Honorable Kathaleen S. McCormick
Chancellor,
Delaware Court of Chancery**

The Honorable Kathaleen S. McCormick was sworn in as Chancellor of the Court of Chancery on May 6, 2021. Chancellor McCormick first joined the court as Vice Chancellor on November 1, 2018. Prior to joining the Court, Chancellor McCormick was a partner in the Delaware law firm Young Conaway Stargatt & Taylor, LLP, where she focused her practice on litigating internal governance and corporate disputes, primarily in the Court of Chancery. Before entering private practice, Chancellor McCormick was a staff attorney with the Community Legal Aid Society, Inc.

Chancellor McCormick received her undergraduate degree from Harvard and her law degree from Notre Dame Law School. She is a Delaware native and a graduate of Smyrna High.

Trevor S. Norwitz
Partner,
Wachtell, Lipton. Rosen & Katz

Trevor Norwitz is a partner at Wachtell, Lipton, Rosen & Katz, where he counsels business organizations on mergers, acquisitions, investments, divestitures, hostile takeover bids and defenses, proxy contests, joint ventures, spinoffs, financing transactions, and corporate governance and crisis management matters.

His recent representations include: S&P Global in its \$44 billion merger with HIS Markit (which earned him an American Lawyer Dealmaker of the Year accolade), its separation and sale of McGraw Hill Education, and its joint venture with CME Group to form S&P/Dow Jones Indices; Aerojet Rocketdyne in its pending sale to L3Harris; Whole Foods in its sale to Amazon.com; Medivation in its sale to Pfizer; Dollar Tree in its Family Dollar acquisition; eBay in its spinoff of PayPal; numerous acquisitions for, among others, AT&T, Ventas, Novartis and Danaher; and activist campaign defenses for, among others, Dollar Tree, Whole Foods, eBay, Bed Bath & Beyond and McGraw Hill.

Mr. Norwitz has taught a class at Columbia Law School since 2004. He is immediate past chair of the New York City Bar M&A Committee, is active on the ABA, IBA, American Law Institute and American College of Governance Counsel, and was part of an international advisory group to the South African government on company law reform. He is a regular speaker and panelist at professional conferences, and contributor to professional publications, on topics relating to M&A and corporate governance. He is also active in pro bono and non-profit activities, including chairing the University of Cape Town Fund and Friends of Ikamva Labantu, and serving on the boards of DirectWomen and the Bernstein Institute of Human Rights at NYU Law School.

Born in Cape Town, South Africa, Mr. Norwitz attended the University of Cape Town before a Rhodes Scholarship took him to Oxford University to read law, after which he earned an LL.M. at Columbia.

Frank M. Placenti
Leader, Greenberg Traurig, LLP, U.S. Governance Practice; and
Chair, ABA Corporate Governance Committee

Frank Placenti is a seasoned attorney, board advisor and board member. He is nationally recognized as a leading expert on board governance. His experience spans 35+ years of working with management and boards of private and public boards ranging from start-up to Fortune 5. He is a published author and frequent panelist and speaker on board related matters.

Frank has extensive experience with a full range of board related issues, including capital markets transactions, mergers and acquisitions, financing transactions (including distressed financings), investor relations, shareholder activism, crisis management, executive compensation, succession planning, financial distress, enterprise risk management, special committee assignments in both transactions and investigations.

Frank conceived and drove the formation of the American College of Governance Counsel, a group of elite corporate governance lawyers in the US and Canada, for which he served two terms as the Founding President. Additionally, he conceived and developed the 2023 Delaware Governance Institute as a collaboration of the University of Delaware, the Delaware Courts and the American Bar Association, where he served as Chair of the ABA Committee on Corporate Governance. Frank is the Editor of *The Directors Handbook, A Field Guide to 101 Situations Commonly Found in the Boardroom*. <https://www.amazon.com/Directors-Handbook-Situations-Encountered-Boardroom/dp/1634258118> which was an Amazon top selling business book upon its publication.

Frank is a proud graduate of The Ohio State University College of Law, where he attended as a Jack Nicklaus sponsored scholar, reflecting his lifelong connection to the game of golf, and where he continues as an Adjunct Professor. He resides in Paradise Valley, Arizona with his wife of 25 years and his two college age children.

Selected Board Experience

LIPID SCIENCES, INC. (NASDAQ) – Oakland, California, Board Member / Lead Director, Executive Committee Member and Chair, Compensation Committee Chair, Nominating and Corporate Governance Committee Chair, Audit Committee Member; Trading Screen, Inc. (New York) – Private Equity Backed technology company; Steritech, Inc. (North Carolina) – Lead Director; Phoenix Children’s Hospital Foundation Board – Chairman; Greater Phoenix Chamber of Commerce—Chairman; Boys & Girls Clubs of Metropolitan Phoenix—Chairman

Elad L. Roisman
Partner, Corporate, Cravath, Swaine & Moore LLP; and
former Commissioner and Acting Chairman, Securities and Exchange Commission

Mr. Roisman represents clients on a broad range of complex regulatory and strategic matters. His practice includes advising public and private companies and other SEC registrants on disclosure, compliance, ESG and general corporate law matters. He counsels clients on mergers and acquisitions, capital market transactions and strategic initiatives, as well as on SEC and congressional investigations, exams and inquiries. In addition, Mr. Roisman applies his deep knowledge of market structure regulation to advise fintech companies, exchanges, trading intermediaries and other financial institutions.

As a Commissioner and Acting Chairman of the SEC, Mr. Roisman played an instrumental role in shaping the agency's rulemaking, enforcement and international work. He led the agency's efforts to improve the proxy voting process, including amending the rules applicable to shareholder proposals and proxy solicitations. He also helped drive the SEC's efforts to modernize the regulation of the U.S. equity markets and Treasury markets. Mr. Roisman represented the SEC before the U.S. Congress and other national and international regulatory entities, including the Financial Stability Oversight Council, the International Organization of Securities Commissions and the Financial Stability Board. During his tenure, Mr. Roisman voted on more than one hundred agency rulemakings, opinions, interpretations and guidance documents, and on over 1,000 enforcement actions, including some of the largest cases in the SEC's history.

Mr. Roisman was appointed to the SEC after serving as Chief Counsel for the U.S. Senate Committee on Banking, Housing, and Urban Affairs, where he helped shepherd major legislation, conducted congressional oversight and investigations, and helped set committee agenda. Previously, he served as Counsel to then SEC Commissioner Daniel M. Gallagher, Chief Counsel at NYSE Euronext and as a corporate lawyer in private practice in New York.

Mr. Roisman is a frequent speaker, published author and thought leader in the areas of market structure, public company disclosure, corporate governance, ESG, fintech, early stage companies, digital assets and securities regulation.

Mr. Roisman grew up in Israel and New England. He received a B.A. cum laude from Cornell University in 2003 and a J.D. from Boston University School of Law in 2006.

Melissa Sawyer
Partner, Global Head of the Mergers & Acquisitions Group and
co-head of the Corporate Governance Practice, Sullivan & Cromwell LLP

Melissa Sawyer is Global Head of Sullivan & Cromwell LLP's Mergers & Acquisitions Group and is co-head of the Firm's Corporate Governance Practice. In addition to advising clients on public and private M&A transactions, joint ventures and strategic alliances, she also regularly advises clients on corporate governance, activism and takeover defense matters. Melissa's experience spans multiple industries, including consumer and retail, TMT, technology, industrials and life sciences.

A two-time winner of The American Lawyer's "Dealmaker of the Year" (in 2020 and 2022), Melissa has been repeatedly recognized as a leading M&A adviser. She is ranked by Chambers USA in Corporate/M&A, where clients describe her as "an absolute superstar," and was named a Client Service All-Star by BTI. She was also named to The Deal's "Top Women in Dealmaking" and "Women in M&A: The Powerhouse 20" for shaping the industry with her novel approach to transactions and has been recognized as a Law360 MVP in Mergers & Acquisitions and Food & Beverage, one of Crain's "Leading Women Lawyers in New York City," "Dealmaker of the Week" by The American Lawyer and one of Lawdragon's "500 Leading Dealmakers in America" for her work in corporate governance, M&A and activism defense. Additional accolades include receiving a Burton Award for Legal Achievement and being chosen as an Empire State Counsel Honoree by the New York State Bar Association.

Melissa has recently advised: American Equity Investment Life Holding Company, Apollo Education, AT&T, Baxter International, BBA Aviation, Benefitfocus, CONMED, Cornerstone Building Brands, CPPIB, CSM Bakery, Diageo, Diversified Health Care Trust, Dos Hombres, DS Smith, FGS Global, FXI, GameStop, Integra LifeSciences, Kering, Novartis, OTPP, Seagen, Sotheby's, Subway, Tiffany & Co., UnitedHealth and Weber.

Melissa serves on the board of advisors for NYU School of Law's Institute for Corporate Governance & Finance, is an adviser on the American Law Institute's Corporate Governance Restatement project, is a member of the Editorial Board of Insights: The Corporate and Securities Law Advisor and serves on the board of directors for the French-American Foundation. She is currently a member of the American Law Institute, a member of the Council on Foreign Relations and a Fellow of the American Bar Foundation. Melissa has participated in numerous panels for the Practising Law Institute and regularly writes for The M&A Lawyer, The Deal Pipeline and LexisNexis.

Education

University of Virginia Law School, J.D. 2000 Washington and Lee University, B.A. 1997

The Honorable Collins J. Seitz, Jr.
Chief Justice,
Delaware Supreme Court

The Honorable Collins J. Seitz, Jr. was sworn in as Chief Justice of the Supreme Court of Delaware on November 8, 2019. He has served as a Supreme Court Justice since 2015. Prior to his appointment, Chief Justice Seitz founded a corporate advisory and litigation firm in Wilmington, Delaware representing clients in high profile corporate and trust disputes in the Delaware Court of Chancery and the Supreme Court. He was also a long-time partner in a large Wilmington, Delaware law firm, where he litigated corporate and intellectual property disputes.

Chief Justice Seitz serves as Judicial Liaison to the Corporate Laws Committee of the American Bar Association and is an Adviser on the American Law Institute's Restatement of the Law, Corporate Governance. He also serves on the Judicial Conference Committee on Federal-State Jurisdiction. A member of the Delaware Bar since 1983, Chief Justice Seitz formerly served as a board member and chair of the Delaware Board of Bar Examiners, and a board member of the Board on Professional Responsibility. Federal and state courts appointed him as a Master and Trustee to oversee complex corporate, commercial, and intellectual property cases. He is a Fellow of the American College of Trial Lawyers.

Chief Justice Seitz is a trustee of the American Inns of Court and serves as a board member of Hockessin Colored School 107C – an organization dedicated to celebrating Delaware's role as one of the cases appealed in *Brown v. Board of Education*. He has led court efforts in Delaware to promote greater diversity in the Delaware Bar through the Delaware Bench and Bar Diversity Project. Under Chief Justice Seitz's leadership, major changes were made recently to the Delaware Bar Exam to make the State a more attractive and welcoming place to practice law and engage in public service.

Chief Justice Seitz received his undergraduate degree from the University of Delaware and his law degree from the Villanova University School of Law.

Robert B. Stebbins
Partner, Corporate & Financial Services Department and Co-Chair of the Corporate Governance practice, Willkie Farr & Gallagher LLP; and former General Counsel, Securities and Exchange Commission

Robert B. Stebbins is a partner in the Corporate & Financial Services Department of Willkie Farr & Gallagher LLP, and co-head of the Firm's Corporate Governance practice. Bob has a diverse practice, focusing on SEC compliance and enforcement issues, corporate governance matters, internal and governmental investigations, and advising boards of directors. He also has 25 years of experience as a transactional attorney, focusing on mergers and acquisitions, private equity and venture capital matters, investment funds, and capital markets transactions. Bob practiced law at Willkie from 1993 to 2017, first as an associate and beginning in 2001 as a partner. From May 2017 to January 2021, Bob served as General Counsel for the Securities and Exchange Commission in Washington, DC. As the SEC's chief legal officer and head of its Office of the General Counsel (OGC), Bob led a 150-person team responsible for litigation, advising on rulemaking matters and enforcement actions, and preparing Commission opinions in adjudications. He led OGC during one of the most active and wide-ranging rule calendars in the agency's history, advising on more than 85 rules, and hundreds of SEC and staff orders and interpretive releases. During his tenure, OGC also provided day-to-day guidance to the SEC's Enforcement Division on over 2,750 enforcement actions.

During the spring of 2020, he was detailed to the Department of the Treasury to advise on the CARES Act implementation (while at the same time continuing to function as the SEC's General Counsel), for which service he received the Secretary of Treasury's Honor Award.

Bob is a member of the American Bar Association and its M&A Committee, a member of the New York City Bar Association and its Securities Regulation Committee, and a member of the Society for Corporate Governance. He serves on the Board of Advisors of the Institute for Corporate Governance & Finance at New York University School of Law and is a frequent speaker at law schools, conferences and continuing education seminars.

Gregory V. Varallo
Partner,
Bernstein Litowitz Berger & Grossmann LLP

Greg Varallo heads BLB&G's Delaware office, protecting investor rights through derivative and class actions, plaintiffs' side business-to-business disputes, fiduciary litigation in Bankruptcy Court, and, where appropriate, ADR.

Greg has litigated hundreds of complex business disputes in state and federal courts throughout the U.S. and has earned a reputation as one of the country's leading corporate governance experts and trial lawyers. Notably, Greg served as lead counsel for 21st Century Fox and its directors in a derivative litigation settlement arising from sexual abuse scandal, and as lead counsel for News Corp. and its board in settlement of derivative litigation arising from a hacking scandal. Since joining BLB&G, Greg has participated in or led trial teams resulting in post-trial verdicts in cases including *Wolosky v. Williams*, *Columbia Gas*, and *Mindbody*.

Greg has been hailed as one of the nation's leading business litigators by Chambers USA, Legal 500 USA, Best Lawyers®, Thomson Reuters' Super Lawyers, and Lawdragon.

Greg has been published in various publications including *The Business Lawyer*, *The Securities Regulation Law Journal*, *M&A Lawyer*, *Corporate Governance Advisor*, *Insights*, and *Business Law Today*, as well as co-authoring several books on corporate governance topics.

Greg is a Founding Trustee and former Vice President and Secretary of the American College of Governance Counsel, and a fellow of the American College of Trial Lawyers, the Litigation Counsel of America and the Salzburg Global Seminar, Corporate Governance. Greg also serves as a Trustee for the American University of Rome, based in Rome, Italy, and the Ministry of Caring in Wilmington, Delaware.

Mary Beth Vitale
CEO and Principal, Peller, LLC;
Director, Luna Innovations; and Director, G.E.H.A.,

Mary Beth Vitale is a consulting firm that provides board training in cyber security and governance education to public, private and large not for profit firms.

Ms. Vitale currently serves on Luna Innovations (NASDAQ: LUNA) as well as G.E.H.A., a 501C9 VEBA association board. She also served as Chair of the Board for Pareteum (TEUM), a global cloud-based platform software company and CoBiz Financial, a \$3.8 Billion publicly traded financial that was sold in 2018. She was Chair of Nominating and Governance and Risk and Audit committee. She also served on the executive committee for CoBiz Financial when the company was sold. At Luna, she serves as a member of the Audit and Risk Committees and Chairs the Nominating and Governance committee. Luna is a global fiber options testing and measurement company serving government and commercial clients. GEHA, Inc. is a self-insured not-for profit that is the number two provider of health and dental insurance to federal government employees, retirees, and their families. She chairs the Risk and Technology Committee and serves on the compensation committee. As an active member of NACD, Ms. Vitale served on the founding board of the NACD Colorado Chapter as Marketing chair, Treasurer, President and Chairman of the board. She is a frequent speaker, moderator and author for NACD at national and regional conferences, their webinars as well as Bank Director Magazine conferences and NYSE's symposiums. She was recognized by *Boards and Director magazine* as a Director to Watch in 2017 and received the award from NACD Directorship 100 in 2020. She has the designation of being a NACD Certified Director and Leadership Fellow, a Qualified SEC Financial Expert as well as achieving the Board Cyber Security Oversight certificate.

Prior to her current board and business activities, Ms. Vitale was a CEO and general management executive with 25 years increasingly responsible and visible positions in telecommunications, technology and consumer products industries. She was CEO of Westwind Media, a streaming media company during the dot com era where she successfully raised private equity capital. She also was President and COO for publicly traded Rocky Mountain Internet, an Internet Service Provider where she completed 22 acquisitions in 18 months and sold the company to EarthLink. She was a corporate officer for AT&T and President for their Western Region for local services entry where she successfully testified in Congress for the optimum rules for opening the local markets. She was also VP of Marketing for US West Communications, VP of Sales for Adolph Coors Company and National Sales Manager for Carnation Food Services.

Ms. Vitale has an Advanced Management certificate from the Wharton School at the University of Pennsylvania, a Master's of Science degree from the University of Colorado and a Bachelor of Arts degree from Hillsdale College.

John W. White
Partner and Chair of the Corporate Governance and Board Advisory Practice,
Cravath, Swaine & Moore LLP

John W. White is Chair of the Corporate Governance and Board Advisory Practice at Cravath, Swaine & Moore LLP. From 2006 through 2008, he served as Director of the Division of Corporation Finance at the U.S. Securities and Exchange Commission, which oversees disclosure and reporting by public companies in the United States. During his over 30 years as a partner at Cravath, John has focused his practice on representing public companies in a wide variety of areas, including public reporting responsibilities, corporate governance and ESG matters, public financings, and restatements and other financial crises. John has served as a member of the Financial Accounting Standards Advisory Council (FASAC), which advises the Financial Accounting Standards Board (FASB), and currently serves as a member of the Public Company Accounting Oversight Board's Standards and Emerging Issues Advisory Group.

Oliver Yao
Dean
Alfred Lerner College of Business and Economics, University of Delaware

Oliver Yao was appointed dean of UD's Alfred Lerner College of Business and Economics on June 27, 2023. Yao began his tenure as dean on Aug. 1. He previously served as interim deputy provost for graduate education and associate dean for graduate programs of the College of Business at Lehigh University and was an esteemed business faculty member.

"I am honored and thrilled to be appointed as the dean of the Alfred Lerner College of Business and Economics," Yao said. "The Lerner College has demonstrated excellence in both research and education with great achievements over the past decade. I look forward to working with President Assanis and Provost Carlson to continue this progress. Together with the exceptional faculty, dedicated staff, talented students and accomplished alumni, along with the support from the broader University of Delaware communities, we will nurture future business leaders who will take on the world's most pressing challenges, empowered by a UD education that embraces and values a diverse, equitable, and inclusive community."

Yao joins UD Lerner following 20 years at Lehigh University in Bethlehem, Pennsylvania, where he served in numerous faculty and administrative appointments. Yao was the George N. Beckwith '32 Professor in the Lehigh College of Business and, most recently, supported Lehigh as its interim deputy provost for graduate education since February 2020. In the latter role, Yao had oversight of all issues related to graduate programs and graduate students, charged also with developing strategies to grow graduate enrollment and enhance the graduate student experience. Simultaneously, beginning in July 2018, Yao served as the College of Business associate dean for graduate programs. In this role, he managed graduate recruitment, operations, student services, career services, marketing and communications, and curriculum development.

For three years, from 2015-2018, Yao also chaired Lehigh's Department of Management, responsible for recruiting and retaining faculty; overseeing research and all undergraduate programs; establishing funding support for faculty workshops and research; and growing enrollment.

His research interests are focused on the interdisciplinary fields of information systems and operations management, and Yao's research has been published in such journals as Management Science, Information Systems Research and MIS Quarterly. He also holds editorial appointments with Productions and Operations Management and Information Systems Research.

Yao earned his doctorate from the University of Maryland, received an MBA from Rensselaer Polytechnic Institute, and completed his undergraduate studies at China's Shanghai Jiao Tong University.

Prashant Yerramalli
Vice President of Operations and Regulatory Affairs, Public; and
former Chief of Staff for Securities and Exchange Commission Chairman Gary Gensler

Prashant Yerramalli is a Vice President for Operations and Regulatory at Public, an online investing platform. He works on new product development, helps manage Public's overall risk profile, and provides strategic support to the legal and compliance teams on various regulatory matters.

Until December 2022, Prashant was Chief of Staff and Counselor to the Chair at the U.S. Securities and Exchange Commission. As Chief of Staff, Prashant served as a senior advisor to SEC Chair Gensler on all aspects of the agency's mission, including enforcement, rulemaking, examinations, policy, and agency operations. He had previously been at the SEC serving initially as Counsel in the Division of Enforcement, Senior Counsel in the Division of Enforcement, Asset Management Unit, and then Counsel to Commissioner Robert Jackson.

Prashant started his legal career as an Associate at WilmerHale, then went on to clerk for the Hon. Naomi Reice Buchwald, U.S. District Judge for the Southern District of New York, before spending almost five years as an associate at Jenner & Block. Prior to joining Public, Prashant was a Senior Research Fellow at the NYU Institute for Corporate Governance & Finance. He also previously worked as a Senior Vice President at Brookfield Asset Management.